

**COMPANIES ACT 1985**

**PRIVATE COMPANY LIMITED BY SHARES**

**INVERESK RESEARCH LIMITED**

**(Registered No. 02211403)**

Notice is hereby given that in accordance with section 381A of the Companies Act 1985 (as amended), on *25 July* 2003 the following resolution was passed by the shareholders of the Company by way of written resolution:

**WRITTEN RESOLUTION**

"That the Company change its Articles of Association by the deletion of Articles 7 and 8 of the existing Articles and the substitution therefor of the following Articles 7 and 8:-

**"7. TRANSFER AND TRANSMISSION**

- 7.1 Subject to Article 7.2 below, and save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of share, whether or not it is a fully paid share.
- 7.2 The Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:-
- (i) is to any bank or institution to which shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary contained in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have the right under the Articles or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.



8. Subject as hereinafter provided:

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind."

  
\_\_\_\_\_, director

for and on behalf of Inveresk Research Limited

Date: 25 July 2003

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

INVERESK RESEARCH LIMITED



Dickson Minto W.S.  
Edinburgh

*Handwritten signature or initials*

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**  
**OF**  
**INVERESK RESEARCH LIMITED**  
**Adopted by Special Resolution dated 25 July 2003**

**PRELIMINARY**

1. Subject as hereinafter provided, the regulations contained in Table A as prescribed pursuant to Section 8 of the Companies Act 1985 and as in force at the date of incorporation of the Company (hereinafter called "Table A") shall apply to the Company.
2. Regulations 8, 24, 64, 94, 95 and 96 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company. Unless the context otherwise requires words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date of incorporation of the Company.

**SHARES**

3. The Company is a private company limited by shares and, accordingly,
  - (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company and
  - (b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the publicare prohibited.
4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit subject to the

provisions of Article 3 hereof and provided that no shares shall be issued at a discount.

5. Section 89(1) of the Act shall not apply to the allotment by the Company of equity securities.

#### LIEN

6. The Company shall have a first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable by him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

#### 7. TRANSFER AND TRANSMISSION

- 7.1. Subject to section 7(2) below and save in the circumstances set out in the succeeding Articles the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.
- 7.2. Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:
  - (i) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "Secured Institution"); or
  - (ii) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
  - (iii) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security,

and furthermore notwithstanding anything to the contrary in these Articles no transferor of any shares in the Company or proposed transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are or are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under

the Articles or otherwise however to require such shares to be transferred to them whether for consideration or not.

8. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member of his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

#### GENERAL MEETING

9. Every notice convening a general meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

#### DIRECTORS

10. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share qualification.
11. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under Section 10(2) of the Act.

#### ROTATION OF DIRECTORS

12. In regulation 73 of Table A, after the words "the number nearest to" shall be inserted the words "but not exceeding" and all the words after the semi-colon shall be omitted.

### PROCEEDINGS OF DIRECTORS

13. A director may vote in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating the quorum present at any meeting at which any such contract or arrangement is considered.

### SECRETARY

14. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under Section 10(2) of the Act.

### INDEMNITY

15. In addition to the indemnity contained in regulation 188 of Table A and subject to the provisions of section 310 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

Names and Addresses of Subscribers	
SUNDER MANSUKHANI	
183-185 Bermondsey Street	
London, SE1 3UW	
JOHN P DENCH	
183-185 Bermondsey Street,	
London, SE1 3UW	

DATED 15th December 1987

WITNESS to the above signatures:-

MANZOOR M. SHAIKH  
183-185 Bermondsey Street,  
London, SE1 3UW